

RECORDATION NO. 24339-F FILED

NOV 24 '03 12:34 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 24, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Assignment of Lease, dated as of November 19, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lease which was previously filed with the Board under Recordation Number 24339-C.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

96 covered hopper cars: TILX 635503 - TILX 635598.

A short summary of the document to appear in the index is:

Amendment No. 1 to Assignment of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOTE: Other railcars covered by the enclosed document are included in Amendment No. 1 being filed with the Board under Recordation Number 24376-J

**AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE BETWEEN
THE CIT GROUP/EQUIPMENT FINANCING, INC. AND
TRINITY RAIL LEASING TRUST II**

This Amendment No. 1 ("Amendment"), dated as of November 19, 2003, effective as of June 5, 2003, modifies and amends that certain Assignment of Lease dated as of June 5, 2003 ("Assignment") between The CIT Group/Equipment Financing, Inc. ("Assignee") and Trinity Rail Leasing Trust II ("Assignor"), to correct, as of June 5, 2003, an inaccuracy in the description of the agreements and documents assigned thereunder.

WHEREAS pursuant to the Assignment, Assignor assigned to Assignee all of Seller's right, title and interest in and to certain agreements and documents identified on Schedule 2 thereto (the "Lease");

WHEREAS Assignor and Assignee desire to correct the description of the Lease in Schedule 2 to the Assignment as herein provided.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Lease originally set forth in Schedule 2 to the Assignment is hereby deleted and a revised Schedule 2, attached hereto as Exhibit A ("Revised Schedule 2"), shall be attached to the Assignment.
2. This Amendment shall be effective on and as of June 5, 2003
3. Except as expressly amended herein, the Assignment shall continue in full force and effect and all references in the Assignment to Schedule 2 shall mean Revised Schedule 2.
4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.
5. The terms of this Amendment and all rights and obligations hereunder shall be governed by the laws of the State of New York without regard to New York's choice of law doctrine.

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Name: _____

Title: _____

M. Roy Gosse
M. Roy Gosse
VICE PRESIDENT

TRINITY RAIL LEASING TRUST II

By: _____

Name: _____

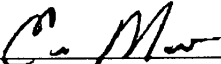
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name:
Title:

TRINITY RAIL LEASING TRUST II

By:  _____
Name: Eric Marchetto
Title: Vice President

[illegible]

On this 19 day of November, 2003, before me personally appeared M. Roy GORSE, to me personally known, who being by me duly sworn, says that he/she is VICE PRESIDENT of The CIT Group/Equipment Financing, Inc. and that the foregoing Amendment No. 1 to Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, s/he acknowledged that the execution of the foregoing Amendment No. 1 to Assignment of Lease was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
on the date above mentioned.

Notary Public

My commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2026

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

On this 18th day of November, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me personally sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Amendment No. 1 to Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Amendment No. 1 to Assignment of Lease was the free act and deed of said statutory trust.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brandie Howard
Notary Public

My commission expires:



EXHIBIT A

REVISED SCHEDULE 2

The Lease

Lessee	Cargill Incorporated
Documents Comprising Lease	Railroad Car Net Lease Agreement dated May 20, 1985 Rider Six (6) to Railroad Car Net Lease Agreement, effective November 12, 2002
Railcars Subject to Lease	One hundred twenty-five (125) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates TILX 635503-635627

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/24/03



Robert W. Alvord